

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RICHTECH ROBOTICS INC.
(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

3569

(Primary Standard Industrial
Classification Code Number)

88-2870106

(I.R.S. Employer
Identification Number)

**4175 Cameron St Ste 1
Las Vegas, NV 89103
(866) 236-3835**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Zhenwu (Wayne) Huang
C/O RICHTECH ROBOTICS INC.
4175 Cameron St Ste 1
Las Vegas, NV 89103
(866) 236-3835**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Richard I. Anslow, Esq.
Lijia Sanchez, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, NY 10105
Tel: (212) 370-1300
Fax: (212) 370-7889**

**Fang Liu Esq.
VCL Law LLP
1945 Old Gallows Road
Suite 260
Vienna, VA 22182
703-919-7285**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-273628**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

| | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input checked="" type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.



EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed by Richtech Robotics Inc., a Nevada corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-273628), initially filed by the Registrant on August 3, 2023 and declared effective by the Securities and Exchange Commission on November 13, 2023 (the “Prior Registration Statement”). This Registration Statement covers the registration of an additional 115,000 shares of the Registrant’s Class B common stock. The required opinions of counsel and related consents and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

CERTIFICATION

The Registrant hereby certifies to the Securities and Exchange Commission (the “Commission”) that (1) it has instructed its bank to pay the filing fee set forth in Exhibit 107 filed herewith by a wire transfer of such amount to the Commission’s account at U.S. Bank as soon as practicable (but no later than the close of business as of November 17, 2023), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than November 17, 2023.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-273628) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 5.1 | Opinion of Parsons Behle & Latimer. |
| 23.1 | Consent of Bush & Associates CPA. |
| 23.2 | Consent of Parsons Behle & Latimer (included in Exhibit 5.1). |
| 107 | Filing Fee Table. |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 16th day of November 20, 2023.

RICHTECH ROBOTICS INC.

By: /s/ Zhenwu Huang
Zhenwu Huang
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

| Signature | Title | Date |
|---|--|-------------------|
| <u>/s/ Zhenwu Huang</u> Zhenwu Huang | Chief Executive Officer and Director (Principal Executive Officer) | November 16, 2023 |
| <u>/s/ Zhenqiang Huang</u> Zhenqiang Huang | Chief Financial Officer and Director (Principal Financial And Accounting Officer) | November 16, 2023 |
| <u>/s/ Phil Zheng</u> Phil Zheng | Chief Operating Officer | November 16, 2023 |
| <u>/s/ Matthew Casella</u> Matthew Casella | President | November 16, 2023 |



50 West Liberty Street, Suite 750
Reno, Nevada 89501
Main 775.323.1601
Fax 775.348.7250

A Professional
Law Corporation

November 16, 2023

Board of Directors
Richtech Robotics Inc.
4175 Cameron Street, Suite 1
Las Vegas, NV 89103

Re: Richtech Robotics Inc. – Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special Nevada counsel to Richtech Robotics Inc., a Nevada corporation (the “Company”), in connection with the Registration Statement on Form S-1 (the “Registration Statement”) filed on even date herewith by the Company with the Securities and Exchange Commission. The Registration Statement relates to (i) the sale of up to an aggregate of 2,415,000 shares (the “Underwritten Shares”) of the Company’s Class B common stock, par value \$0.00001 per share, (ii) the issuance of accompanying warrants (the “Warrants”) to purchase up to an aggregate of 120,750 shares of Common Stock (the “Warrant Shares”), by R.F. Lafferty & Co., Inc. pursuant to an underwriting agreement between the Company and R.F. Lafferty & Co., Inc., and (iii) to the offer for sale of up to 1,000,000 shares of the Company’s Class B common stock for sale by the selling stockholders named in the Registration Statement (the “Resale Shares”).

As counsel to the Company, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of rendering this opinion. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the Nevada Revised Statutes, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Nevada, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Based upon such examination, it is our opinion that:

1. **Underwritten Shares.** The Underwritten Shares have been duly authorized by all requisite corporate action on the part of the Company and upon their issuance, delivery and payment therefor in the manner contemplated by the Registration Statement will be validly issued, fully paid and non-assessable.
2. **Warrant Shares.** The Warrant Shares, if issued upon exercise of the Warrants against payment therefor in accordance with the terms of the Warrants as incorporated in Exhibit 4.2 to the Registration Statement, will be validly issued, fully paid and non-assessable.

PARSONSBEHLE.COM

3. **Resale Shares.** The Resale Shares are duly and validly issued, fully paid and non-assessable.

No opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement. In connection with this opinion, we have relied on oral or written statements and representations of officers or other representatives of the Company and others. Our knowledge of the Company and its legal and other affairs is limited by the scope of our engagement, which scope includes the delivery of this opinion letter. We do not represent the Company with respect to all legal matters or issues. The Company may employ other independent counsel and, to our knowledge, handles certain matters and issues without the assistance of independent counsel.

This opinion is given as of the date hereof. We assume no obligation to advise you of changes that may hereafter be brought to our attention.

We consent to the inclusion of this opinion as an exhibit to the Registration Statement and further consent to all references to us under the caption "Legal Matters" in the prospectus constituting a part of the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

PARSONS BEHLE & LATIMER





Bush & Associates CPA

To Whom It May Concern:

We consent to the incorporation by reference in this Registration Statement on Form S-1MEF of our report dated June 13, 2023, on the balance sheet of Richtech Robotics Inc. as of September 30, 2022 and 2021 and the related statements of operations, changes in stockholder's equity and cash flows for the years then ended, included in the Registration Statement on Form S-1 (File No. 333-273628) of Richtech Robotics Inc. We also consent to the reference to our Firm under the caption "Experts" in the Registration Statement on Form S-1 (File No. 333-273628).

/s/ Bush & Associates CPA, LLC

Very truly yours,

Henderson, Nevada
November 16, 2023

179 N. Gibson Road, Henderson, NV 89014 • 702.703.5979 • www.bushandassociatescpas.com

Calculation of Filing Fee Table

Form S-1

Richtech Robotics Inc.

Table 1. Newly Registered and Carry Forward Securities

| | Security Type | Security Class Title | Fee Calculation or Carry Forward Rule | Amount Registered | Proposed Maximum Offering Price Per Security | Proposed Maximum Aggregate Offering Price ⁽¹⁾ | Fee Rate | Amount of Registration Fee |
|-----------------------------------|----------------------|---|--|--------------------------|---|---|-----------------|-----------------------------------|
| Fees to Be Paid | Equity | Class B Common Stock, par value \$0.00001 per share | 457(o) | 115,000 | | \$ 575,000 | 0.00014760 | \$ 84.87 |
| Fees Previously Paid | | | | | | | | 0 |
| | | | Carry Forward Securities: None | | | | | |
| Total Offering Amounts | | | | | | \$ 575,000 | | \$ - |
| Total Fees Previously Paid | | | | | | | | \$ - |
| Total Fee Offsets | | | | | | | | \$ - |
| Net Fee Due | | | | | | | | <u>\$ 84.87</u> |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o), based on a proposed maximum aggregate public offering price of \$575,000, which amount includes the underwriters' over-allotment option.

Pursuant to Rule 416 under the Securities Act, this registration statement also includes any additional shares of common stock that shall become issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.